

RECORDATION NO. 26559-A FILED

SEP 20 '06

12:30 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

September 20, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment and Assumption Agreement, dated as of September 20, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement being filed with the Board under Recordation Number _____.

The names and addresses of the parties to the enclosed document are:

Assignor:	Trinity North American Freight Car, Inc., (as assignee of Trinity Industries Leasing Company) 2525 Stemmons Freeway Dallas, Texas 75207
Assignee:	TLP Rail Trust I Wilmington Trust Company, not in its individual capacity but solely as Trustee Rodney Square North 1100 North Market Street Wilmington, Delaware 19890

Mr. Vernon A. Williams
September 20, 2006
Page 2

A description of the railroad equipment covered by the enclosed document
is:

26 hopper cars within the series TILX 32475 – TILX 32532.

A short summary of the document to appear in the index is:

Memorandum of Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$34.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

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MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

SURFACE TRANSPORTATION BOARD

Memorandum of Assignment and Assumption Agreement made and entered into on September 20, 2006 by and between Trinity North American Freight Car, Inc., a Delaware corporation (as assignee of Trinity Industries Leasing Company) (the "**Assignor**") and TLP Rail Trust I, a Delaware statutory trust (the "**Assignee**").

W I T N E S S E T H:

The undersigned have entered into that certain Assignment and Assumption Agreement (the "**Assignment**"), dated as of September 20, 2006, whereby the Assignor has agreed to assign to the Assignee and the Assignee has agreed to accept assignment from the Assignor of that certain railroad car lease as listed on Exhibit A attached hereto.

This Memo may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute the same instrument.

[Memorandum of Assignment and Assumption Agreement]

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

TLP RAIL TRUST I

By: Wilmington Trust Company, not in its individual capacity but solely as Trustee

By: _____

Name:

Tira L. Johnson

Title:

Financial Services Officer

**TRINITY NORTH AMERICAN
FREIGHT CAR, INC.**

By: _____

Name:

Title:

Executed on this 18th day of September, 2006

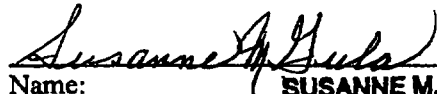
Executed on this ____ day of September, 2006

[Memorandum of Assignment and Assumption Agreement]

STATE OF DELAWARE)
) SS:
COUNTY OF NEW CASTLE)

On this, the 18th day of September 2006, before a Notary Public in and for said County and State, personally appeared **Tira L. Johnson**, who being by me duly sworn, says that (s)he is the Financial Services Officer of TLP Rail Trust I, by Wilmington Trust Company, not in its individual capacity but solely as Trustee, that said instrument was signed on September 18th, 2006 on behalf of said entity by authority of its management or other governing body, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said entity.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.


Name: **SUSANNE M. GULA**
Notary Public Notary Public - State of Delaware
My Comm. Expires Nov. 21, 2007
My Commission Expires:
Residing in _____

[Memorandum of Assignment and Assumption Agreement]

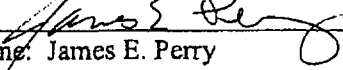
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

TLP RAIL TRUST I

By: Wilmington Trust Company, not in its individual capacity but solely as Trustee

By: _____
Name: _____
Title: _____

**TRINITY NORTH AMERICAN
FREIGHT CAR, INC.**

By: 
Name: James E. Perry
Title: Vice President and Secretary

Executed on this ____ day of September, 2006

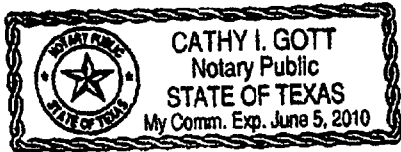
Executed on this 18th day of September, 2006

[Memorandum of Assignment and Assumption Agreement]

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this, the 18th day of September 2006, before a Notary Public in and for said County and State, personally appeared James E. Perry, who being by me duly sworn, says that he is the Vice President and Secretary of Trinity North American Freight Car, Inc., that said instrument was signed on September 18, 2006 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Cathy I. Gott
Name:
Notary Public

My Commission Expires: 6-5-2010
Residing in Dallas Co.

EXHIBIT A

Twenty-six (26) units identified with marks TILX 32475, TILX 32479, TILX 32489, TILX 32493, TILX 32501, TILX 32502, TILX 32507, TILX 32508, TILX 32510 – TILX 32522, TILX 32525 - TILX 32527, TILX 32529 and TILX 32532 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated August 1, 2006 between Trinity North American Freight Car, Inc. (as assignee of Trinity Industries Leasing Company) and Frac Tech Services, LLC.

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

9/20/06



Robert W. Alvord